

Exhibit A

Transaction Overview – Sources & Uses¹

The contemplated transaction offers the estate ~\$4.4bn in total value

(\$ in millions)

Sources		
Sources	\$	%
Credit Bid - Dove	\$436	9%
Dove - Cash to Buyout of Tranche A Holder ¹²	108	2%
Cash to Purchase Sparrow Equity	0.005	0%
Assumption of Sparrow Debt	592	13%
Citi L/C Facility	271	6%
New ABL Facility and Term Loan ⁵	900	20%
Credit Bid of FILO - Inventory & Receivables ⁴	90	2%
FILO - Cash to Sears from Non-Credit Bid Part of FILO (Great American)	35	1%
2L Credit Bid ESL - Inventory & Receivables ^{2,3}	351	8%
2L Credit Bid Third Party - Inventory & Receivables ^{2,3}	83	2%
Credit Bid - IP/GL	152	3%
IP/GL - Cash to Buyout 3rd party holder(s)	79	2%
New Real Estate Debt	175	4%
Home Services PA Liability	1,009	22%
Junior DIP Rollover - SHS & Other	230	5%
2018 Gift Card Vintage	13	0%
SYW Point Liability	68	1%
Total Sources	\$4,592	100%
Total Cash Potentially Needed to Buyout 3rd Party Debtholders	\$222	
Total Credit Bid⁹	\$1,334	
2L Deficiency Claim¹⁰	\$637	
Dove Deficiency Claim	\$254	

Uses		
Uses	\$	%
Purchase of Dove Real Estate	\$544	12%
Cash to Purchase Sparrow Equity	0.005	0%
Assumption of Sparrow Debt	592	13%
New Citi LC Facility	271	6%
Purchase of Inventory ^{6,7}	1,320	29%
Purchase of Credit Card / Pharmacy Receivables ^{6,8}	88	2%
Cash to Paydown Revolver	175	4%
Transaction Fees	50	1%
Home Services PA Liability	1,009	22%
Purchase of IP/GL Collateral	231	5%
Purchase of SHS & Other ¹¹	230	5%
2018 Gift Card Vintage	13	0%
SYW Point Liability	68	1%
Total Uses	\$4,592	100%

Revised S&U as of 12/28/18 reflects a 425 store footprint (down from 505 on 12/05/18 and the sale of SHIP). The values herein reflect the interdependencies across these assets and are contingent on acquiring the enumerated assets collectively.

- Sources & Uses excludes the impact associated with any direct purchase of Kenmore & Diehard
- Third party 2L holders to credit bid alongside ESL pursuant to 2L collateral agent direction
- Total 2L debt of \$1,160mm comprised of \$847mm of ESL owned debt, \$293mm of 3rd party debt and \$20mm owned by Tommy Tisch. Approximately \$89mm of 3rd party 2L debt (cash pay notes due 10/15/18) not part of credit bid because it is subordinated in waterfall and remaining \$1,071mm of 2L debt is pro-rata shared between ESL/Tommy Tisch (81% or \$351mm) and 3rd Party (19% or \$83mm)
- Assumes Tommy Tisch credit bids along with ESL
- Used to pay down \$850mm of 1L debt and \$50mm transaction fees
- Assumes pro rata ownership of inventory, accounts receivables and scripts in NewCo for 2L component of the credit bid
- Assumes purchase of \$1,553mm projected book value of inventory at close at 85 cents
- Assumes purchase of \$104mm projected book value of credit card and pharmacy receivables at close at 85 cents
- Total credit bid amount includes cash used to buyout 3rd party debtholders
- Assumes shared deficiency claim amongst 2L credit-bidders
- Other includes certain Unencumbered RE, Innovel, SYW, Monark, SAC and Designation Rights (see Annex 3.05)
- Does not account for potential paydown of Tranche A debt as a result of pending U-Haul transaction